

SPIDER-MAN

MARVEL COMICS GROUP™



20¢
126
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02457

the AMAZING SPIDER-MAN®



YOU
DEFEATED
ME THE
LAST TIME
WE MET!

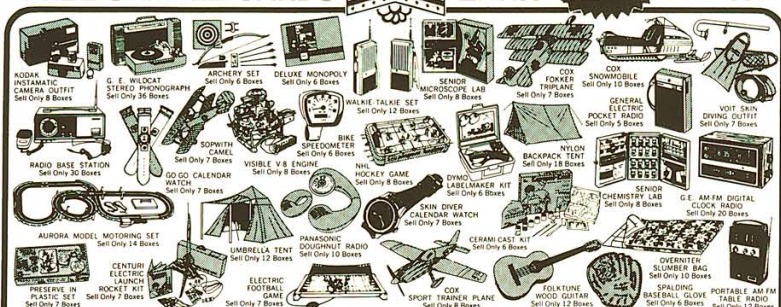
BUT, THIS
TIME
I'VE GOT
SUPER-
POWERS!

THIS TIME--
I'M GOING TO
DESTROY
YOU!

WATCH OUT, WALL-CRAWLER, WHEN--
**THE KANGAROO
BOUNCES BACK!**

FAMOUS NAME

PRIZES OR CASH

FREE SAMPLE CARDS **OLYMPIC** EARN \$100 A BOX

CUT OUT • FILL IN • MAIL NOW • NO STAMP NEEDED

FIRST CLASS
Permit No. 38
ENFIELD
CONNECTICUT

BUSINESS REPLY MAIL
NO POSTAGE NECESSARY IF MAILED IN U.S.

POSTAGE WILL BE PAID BY

Olympic
SALES CLUB, INC.

DEPT. 73MC8

ENFIELD, CONNECTICUT 06082

NAME _____
ADDRESS _____
CITY _____
STATE _____ ZIP _____



YOU CAN GET THESE and many, many other valuable prizes — or cash — simply by selling beautiful Olympic Imprinted Christmas Cards, All-Occasion Cards, Gift Wraps, Stationery and Gifts. Olympic offers more variety! The Olympic way is the IN way! Here's why... OLYMPIC SAMPLE BOOK IS FREE! It contains samples of fast-selling Olympic products — and it's yours to keep. We don't send you merchandise in advance. With Olympic, you never have to worry about paying for, or returning, boxes you don't sell.

OLYMPIC CARDS ARE GREAT! The Imprinted Christmas Cards and the All-Occasion Cards are of such high quality they practically sell themselves. All you do is show your attractive Sample Book to friends, relatives, neighbors... and take their orders. Imprinted cards sell for LESS THAN 12¢ PER CARD TO YOUR CUSTOMER. ALL-OCCASION CARDS FOR LESS THAN 10¢ EACH! With values like this, you can imagine how easy sales will be! Sell enough boxes to get the prizes you want — or keep \$1.00 per box.

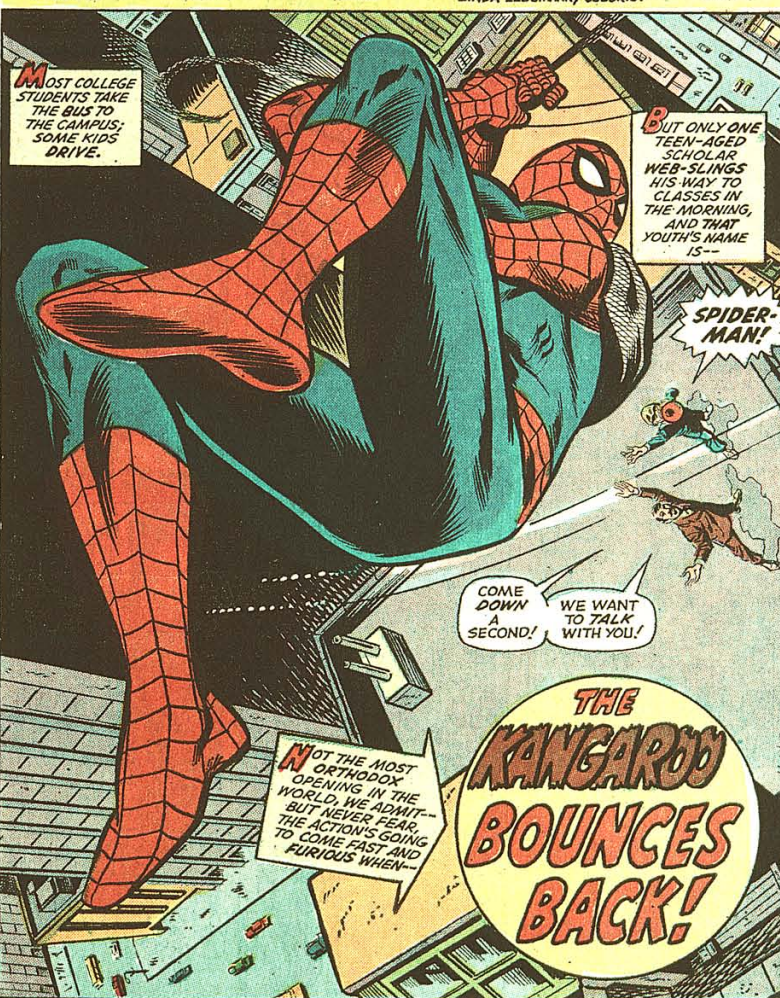
IT'S EASY TO JOIN OLYMPIC! Just fill in and mail the postcard! No postage is required. We'll send you your FREE Sample Book, FREE Membership Card and FREE Catalog of Prizes. There's ABSOLUTELY NO COST TO YOU — NO OBLIGATION! Don't delay — join Olympic Today!

BE FIRST IN YOUR NEIGHBORHOOD!
DON'T DELAY! JOIN NOW! MAIL POSTCARD TODAY!

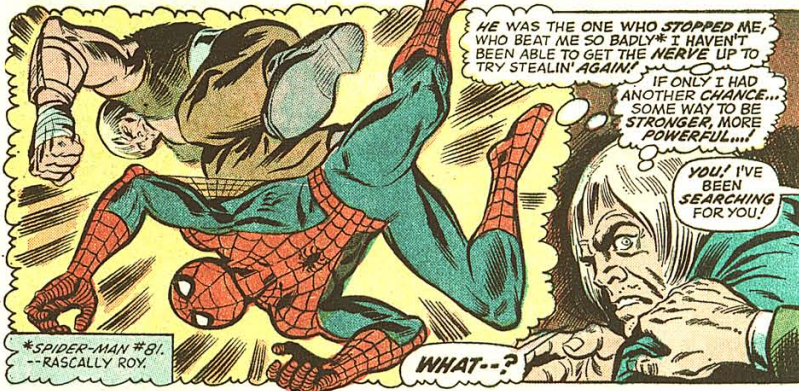
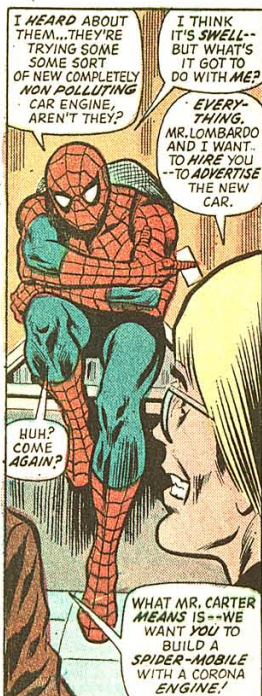
OLYMPIC SALES CLUB, INC., DEPT. 73MC8, ENFIELD, CONNECTICUT 06082

STAN LEE PRESENTS: **THE AMAZING SPIDER-MAN™**

GERRY CONWAY * ROSS ANDRU * JIM MOONEY * ARTIE SIMEK, LETTERER * ROY THOMAS
SCRIPTER ARTIST INKER LINDA LESSMANN, COLORIST EDITOR



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IRON ANY OF THESE SUPER WILD DESIGNS ON YOUR OWN SHIRT IN JUST ONE MINUTE. ALL COLORS ARE 100% FADE PROOF AND WASHABLE!

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M-591

M-592

M-593

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M-596

M-597

M-598

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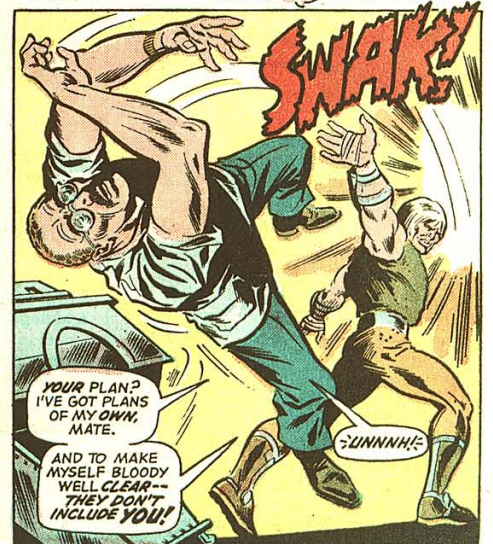
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Street and No. _____ R. F. D. _____

Post Office _____ State _____

Zip Code No. _____

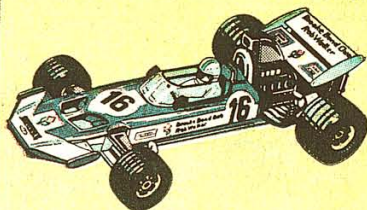
Print Your Last Name Plainly Here _____



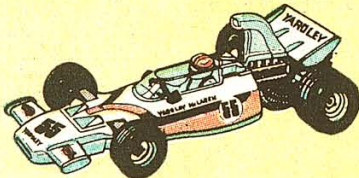
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Fast • Fierce • Furious

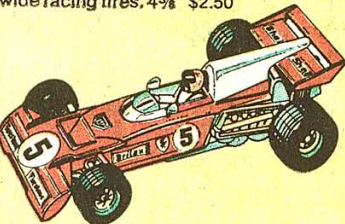
From Indy to LeMans, Formula 1 racers are running away with the speed records. Corgi has duplicated the excitement and authentic details of these race cars down to the aerofoils and decals. And, all die cast metal Corgi's come equipped with "whizzwheels" for setting speed records of their own. Collect the whole series and watch those checkered flags fly.



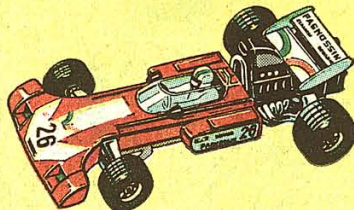
#150 Surtees TS9
Aerodynamic styling, detailed engine housing and plated exhaust. 4% \$2.50



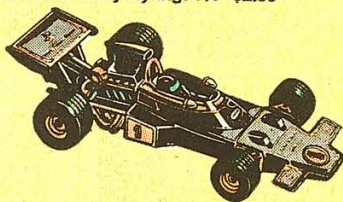
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A Grand Prix winner with detailed overhead exhaust, Ford V8 engine and wide racing tires. 4% \$2.50



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Sleek body styling, aerofoils and detailed engine. 4% \$2.50



#153 Team Surtees TS9B
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"Since completing my course I have been transferred from the foundry to the Engineering Department and had three raises."

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L. L. P. O., New York

Big Promotion

"12 months ago I was a laborer. Now I am foreman of 22 people in the Drafting Room. Thanks to your course."

S. B. Mason

Authorized to issue diplomas by California Superintendent of Public Instruction

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SOME FIVE HOURS LATER, AS A NEW DAY BEGINS ON MADISON AVENUE, THE ADVERTISING FIRM OF CARTER AND LOMBARDO RECEIVES AN UNEXPECTED VISITOR IN THE FORM OF...



SPIDER-MAN! WHAT ON EARTH ARE YOU DOING OUT THERE?



DROPPED IN TO SAY HI...

...CAUSE I WONDERED IF THAT DEAL IS STILL OPEN.

YOU MEAN YOU'LL BUILD THE CAR?

YOU'LL USE CORONA ENGINE?



SURE...FOR AN EVEN THOUSAND DOLLARS IN ADVANCE, IN CASH.

IT'S PRETTY HARD TO CASH A CHECK WHEN YOU'RE WEARING THIS CRAZY COSTUME.

SPIDER-MAN...YOU DON'T KNOW HOW PLEASED WE ARE YOU DECIDED TO GO THROUGH WITH THIS.

WHAT CHANGED YOUR MIND?



LET'S JUST SAY SOME BILLS CAME DUE.

BILLS?

WOULD YOU BELIEVE... THE RENT?



SAY...ONE MORE THING: WHEN DO I PICK UP THE DESIGNS FROM YOU GUYS?

THERE ARE NO DESIGNS, SPIDER-MAN.

YOU'RE TO BUILD THE CAR FROM SCRATCH.

NOW YOU TELL ME. ANDY GRANITELLI... LOOK OUT!



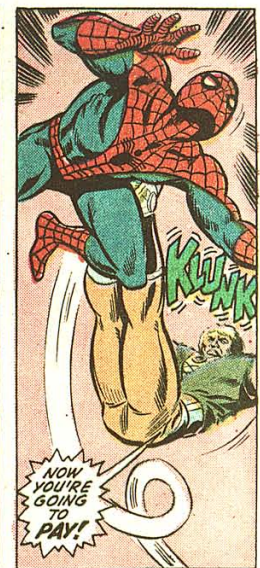
HMMM. I MAY BE GOOD AT SCIENTIFIC THEORY...

...BUT WHEN IT COMES TO PRACTICAL ENGINEERING, I'M A WASH-OUT. I'LL NEED HELP TO PULL THIS OFF...

...AND I THINK I KNOW JUST WHERE TO FIND IT!



I'VE FOUND HIM... SOMEHOW I KNEW HE'D BE COMING BACK THIS WAY, SINCE I SAW HIM HERE YESTERDAY. NOW IT'S MY TURN...



NOW YOU'RE GOING TO PAY!



SOMEBODY-- ATTACKING ME? WASN'T THINKING-- WASN'T PAYING ANY ATTENTION TO MY SPIDER-SENSES--

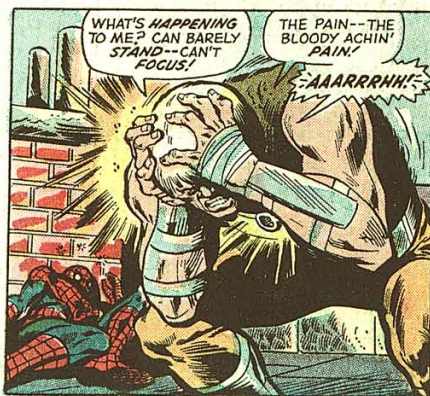
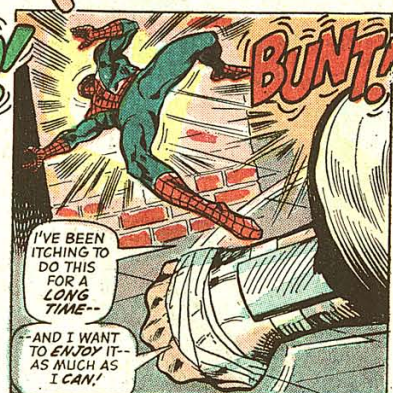
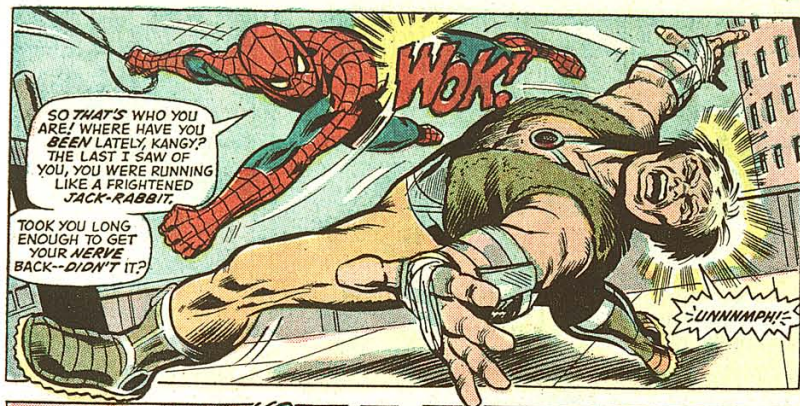
I'VE GOT TO RECOVER-- FAST--OR IT'S BYE-BYE SPIDEY--



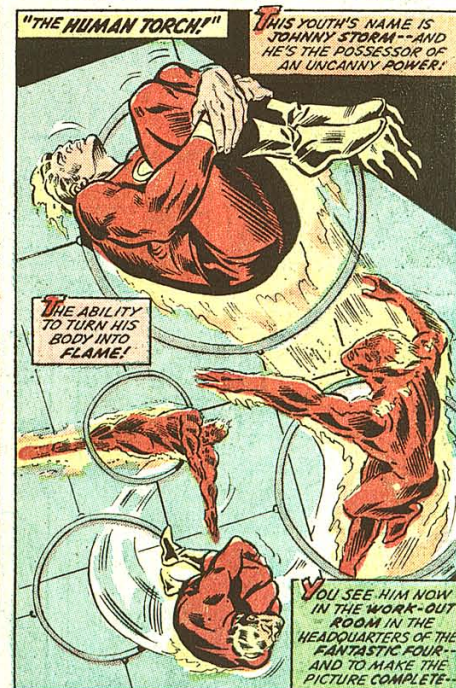
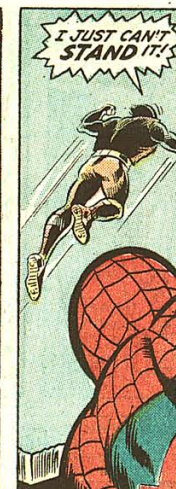
--AND WE KNOW HOW SAD EVERYONE WOULD BE IF THAT HAPPENED.

THAT'S JUST FOR OPENERS, MATE.

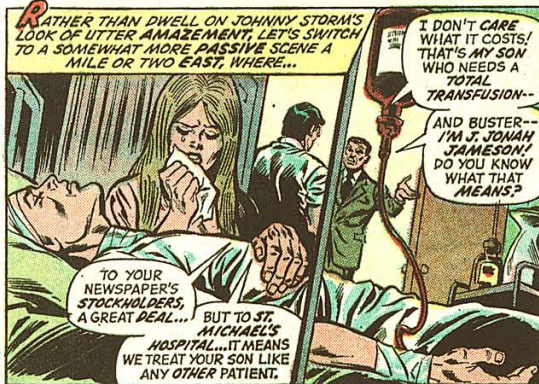
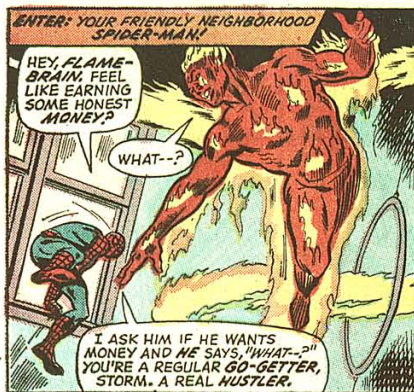
THAT'S FOR MESSING WITH THE KANGAROO!



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THE SPIDERS WEB

SPECIAL BULLPEN NOTE:

Still your letters continue to pour in--literally by the hundreds--with your comments, criticisms, and assorted threats on our lives. In response to SPIDER-MAN #121 & #122, the issues in which Gwen Stacy and the Green Goblin, respectively, departed this mortal coil. A further sampling of those letters, pro and con, follows...after which, more of our comments.

Dear Bullpen,
Okay. You guys have finally done it. You have turned SPIDER-MAN from a fantastic magazine into a total masterpiece. Issues #121 & #122 were... well, I'm quite sure the flood of mail that must be pouring in says all you need to know. Spider is human. That's why he is so popular. The sub-plots are great; but I'm going to miss Gwen a lot. I hope you guys know what you're doing. I'll tell you one thing: if the next few issues continue the same quality as the last two, I'll go crazy waiting a month between them. I will miss Gwen, but don't bring her back; it would be too sorry, too much like Dumb Grud comics. Maybe that's why you fellows are different; you write stories, while everyone else writes comic books.

William Burden
214 Clark Howell
UGA
Athens, GA. 30602

Dear Spider-People,
Okay. Gwen Stacy is dead. Forget all comments about shoes and boots. That's petty in the wake of death. My first reaction to issues #121 & #122 was to say "how arbitrary." Why Gwen? Don't blame Spider-Man. Don't blame the Goblin. Blame the Bullpen! Blame them for inventing, breathing life into, and then finally snuffing that life from the characters we've grown to love! How totally arbitrary. But, then so is life.

Brian Lee
Milwaukee, Wis.

Edict: To Gerry Conway, Gil Kane and Roy Thomas,
Subject: Gwen Stacy
Charge: First Degree Murder!

You have the right to remain inkless. Anything you write can, and will, be used against you by D.A. Foggy Nelson. You have the right to an attorney (try Matt Murdock), and to have him present at a hearing. Any questions?

Mitchell Muson
1935 Shore Parkway
Brooklyn, N.Y. 11214

Dear Bullpen,
No doubt many will disagree with me, but in my opinion SPIDER-MAN #s 121 & 122 are Marvel at its best. The fact that I never know what will happen next has kept me a Marvel maniac over the past decade. Keep up the good work.

PMW, David M. Veglia
50 Stony Road West
Edison, N.J. 08817

William, Brian, Mitchell, and David...our sincere thanks for your succinct summing-up of your fellow Marvelites' reactions. There were, of course, other questions asked, charges made, and points raised as well--including a non-negotiable demand by many readers that we bring Gwen back from the dead, no matter how illogical the means.

In a word: no. We cannot. Life (and death) simply doesn't work that way. To somehow revive Gwen now would, in our view, be perhaps the single most tasteless act ever committed in comics. Think on it, and we believe you'll have to agree.

Just as many readers wondered if Mary Jane Watson is now destined to become Pete's girlfriend.

In a word: maybe. But just as possibly...maybe not. We're only certain of one thing at this juncture--that virtually anything can, and probably will, happen in this magazine. We can only advise that you keep reading. (Frankly, that's what we're doing!)

Now, we'd like to close this column with two letters that speak so eloquently for themselves that they require no comment from us.

Dear Gerry, Gil, John, Tony Mortellaro, Roy, Dave, Art, and Steve,
You've finally done it! For about a decade now I've been following the life of Mr. Parker. And now you've given him the first taste of reality he has ever received. Gwen Stacy, the woman he loved, is dead.

Just 12 short hours ago I lost my own love... not through death, but through other circumstances. Already it seems like a lifetime has passed.

Besides her, the only things I held important, and still do, are my books, including my comics. I've waited long, with Mr. Parker, to mature, grow up, and I've done it right along with him. Our ages and backgrounds are close, both of us were quite unpopular in our youth, but gained popularity through the years. And now this.

There's not much I can say. But maybe what a good friend told me last night holds meaning for both Peter and myself. "It was the setting of the sun, Eurlion, yet the sun will rise tomorrow, and it will be a new day. For after all, what would life be like without a little pain?"

Eurlion Enjaven
4 Elm St.
Batavia, N.Y. 14020

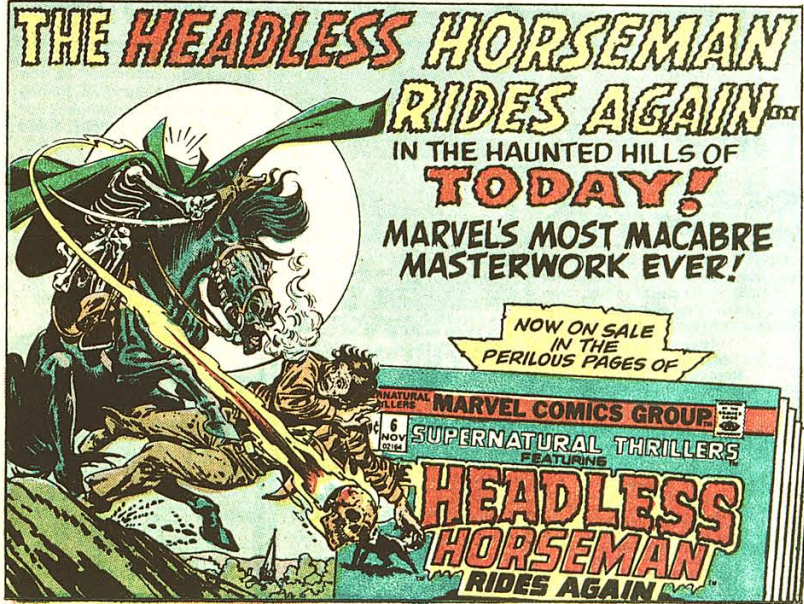
Dear Kane, Conway, Romita,
Gwen's death really opens a lot of feelings, maybe some hard experience that I want to forget. I'm a loner like Spider-Man, and I relate to his feelings because a lot of tragedy has happened in my life too. Yes, oh yes, but true. We all must die, but can we live on just seeing our own death?

I enjoyed SPIDER-MAN #s 121 & 122, because as you promised, it was a turning point in Spider's life. Marvel Forever!

D. Horowitz
80-06 57th Street
Floral Park, N.Y.

Eurlion and Mr. Horowitz--thank you. And take care.

And that goes for the rest of you, too. Whether you're speaking to us these days or not, we'd like to have you here next issue. (Nufft said.)



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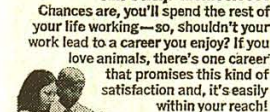
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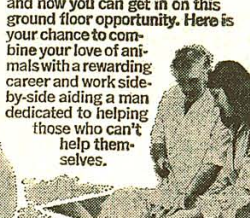
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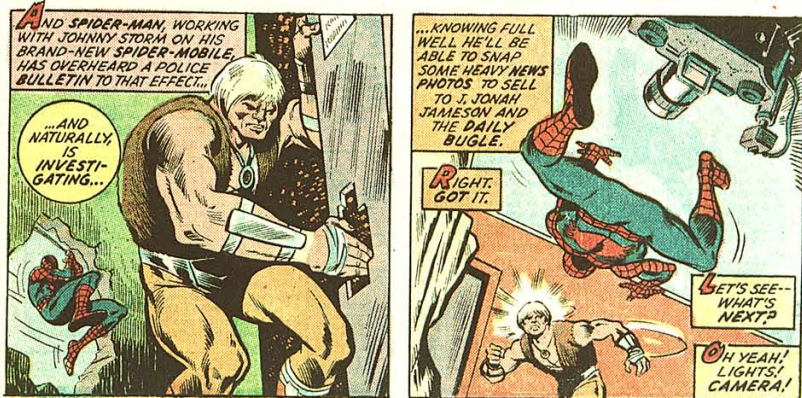
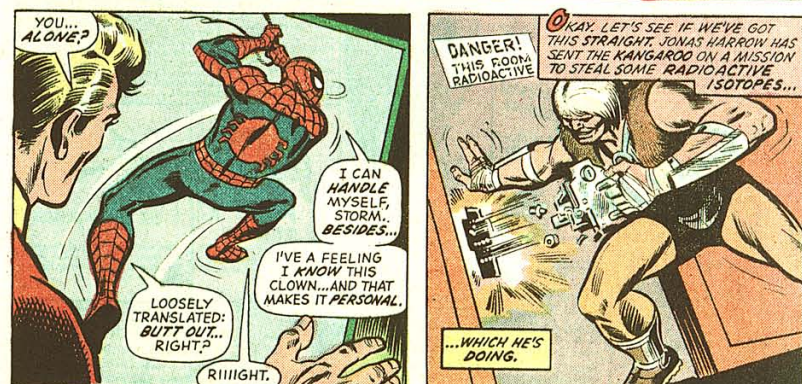
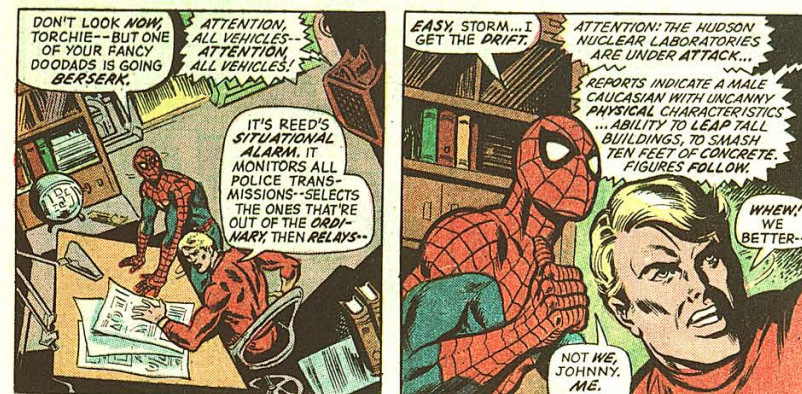
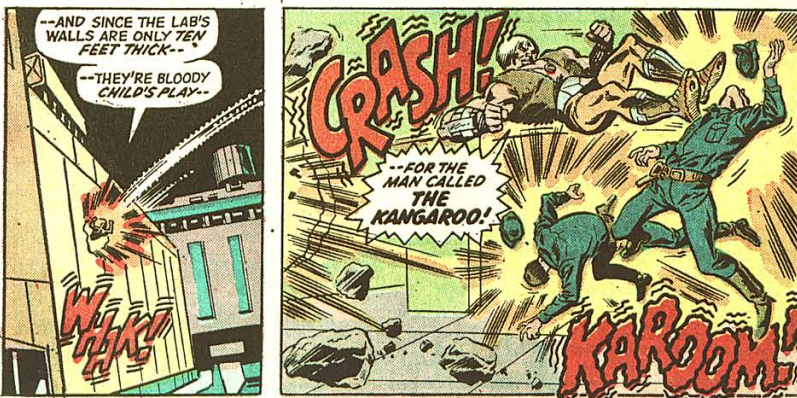
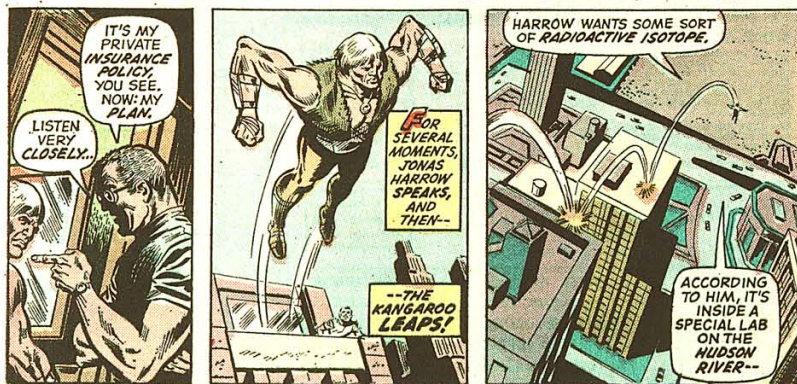
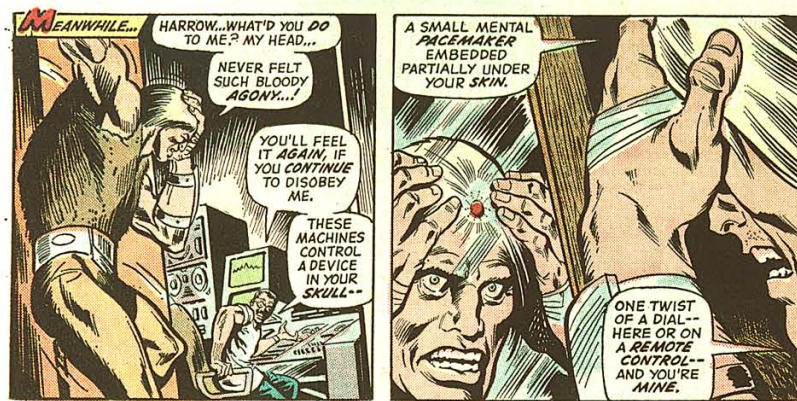
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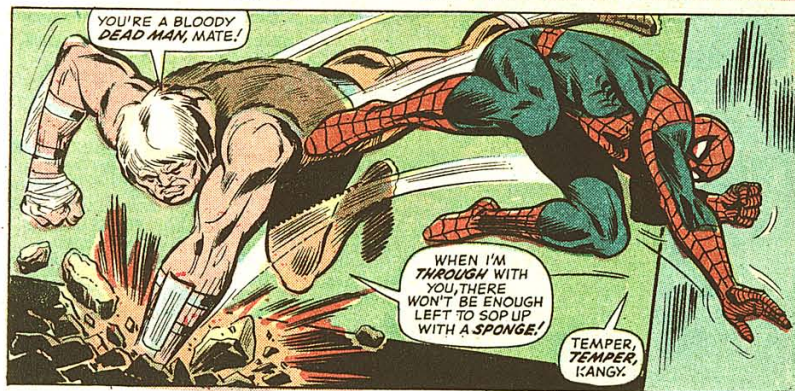
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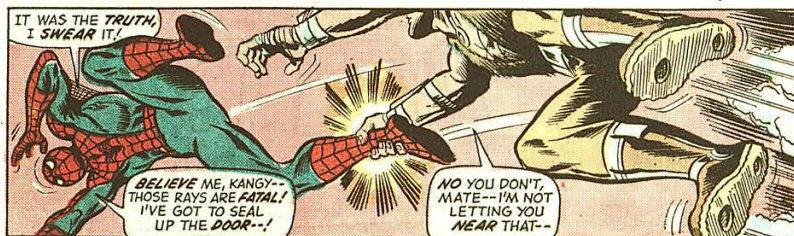
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CONTINUED AFTER NEXT PAGE

CAPRICIOUS COMMENTARIES, CAREFULLY COOKED UP TO CONFUSE AND CONFOUND YOU!
(Or: Just When You Least Expected It—The Mighty Marvel Checklist's Back in Town!)

ITEM! Know what, friend and neighbor? It's been a good summer—at least from the mindful Marvel's point of view! What with presenting the fifth and sixth of our giant-sized mags to the waiting world (that's SAVAGE TALES and something called CRAZY Magazine, for those of you who haven't been counting), plus the birth of such super-stars as Brother Voodoo (in the pages of the new STRANGE TALES), the Son of Satan (in MARVEL SPOTLIGHT), and Satana (in VAMPIRE TALES #2)—not to mention a couple of regular series at least for the ever-lovin' blue-eyed Thing (in MARVEL FEATURE) and the long-suffering Black Panther (in JUNGLE ACTION, no less)—we sorta feels it's been a mighty Marvel summer all the way!

ITEM! Lest you suspect, however, that Marvel's brain-trust intend to start hibernating come the fall, this might be the place to clue you in that the next few weeks will see the dynamic debut of a new comic-mag called—FU MANCHU. Not only that, but this most famous of mystic menaces has a son these days—an awesome offspring who's mastered the martial arts of judo, karate—and kung fu! More details next time around, culture-lover!

MARVEL MARVEL MINI-ITEMS: Wait'll you catch the great AVENGERS/DEFENDERS free-for-all now going on

in the pages of both these best-selling titles! When scripter STEVE ENGLE HART plans a knock-down drag-out, he does it up right—and SAL BUSCEMA and BOB BROWN are right in there to keep the action coming! We're expecting big things, likewise, from the great new team of ROY THOMAS and MIKE PLOOG in the pages of KULL THE DESTROYER! That's right—King Kull's mag has a new name—and when you pick up a copy, you'll see why! • Hey, don't miss the dramatic changes, too, in our sensational SUB-MARINER book! If you thought there was nothing new under the sea that could happen to Namor after so many moons on the scene—check out the next few issues and learn how wrong a Keeper of the Flame can be! • Oh yes, and for those vociferous zillions of you who've been clamoring for it, our chortle-filled Checklist returns this selfsame month! And so, without further ado about anything—

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a refresher course! Plus these ready-made classics: THOR #217 (The Colonizers return—and they're not alone!)—HULK #169—AVENGERS #117 (The Vision vs. the Silver Surfer)—TOMB OF DRACULA #14—HERO FOR HIRE #15 (When Big Ben strikes—watch out, Luke Cage!)—CAPTAIN AMERICA & THE FALCON #167—DAREDEVIL #105—CONAN THE BARBARIAN #32 ("Flame Winds of Lost Khitai")—SUB-MARINER #67—IRON MAN #64—FEAR #18 (The Man-Thing prowls the swamps again!)—WEREWOLF BY NIGHT #11—WORLDS UNKNOWN #4 ("Arena"—Fred Brown's immortal thriller)—GHOST RIDER #3—MARVEL TEAM-UP #15 (Spidey meets Ghost Rider! 'Nuff said!)—AMAZING ADVENTURES #21 (The War of the Worlds goes on!)—THE DEFENDERS #10—MARVEL FEATURE #12 (Ben Grimm takes on Iron Man, no less!)—CREATURES ON THE LOOSE #26 (Thongor, Warrior of Sunken Lemuria!)—CAPTAIN MARVEL #29—WESTERN TEAM-UP #1 (a new co-starring the Rawhide Kid and—guess who!)—KULL THE DESTROYER #11—SGT. FURY #116—STRANGE TALES #171 (Brother Voodoo—the Man Who Lived Twice!)—JUNGLE ACTION #7—and maybe a mag or two (or twelve) we've forgotten to mention! Excelsior, effendi!

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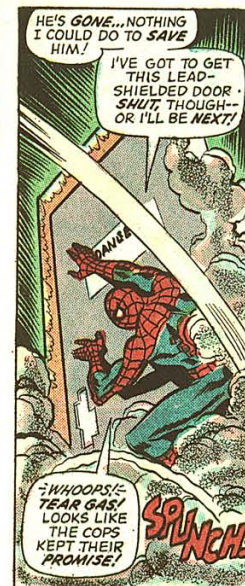
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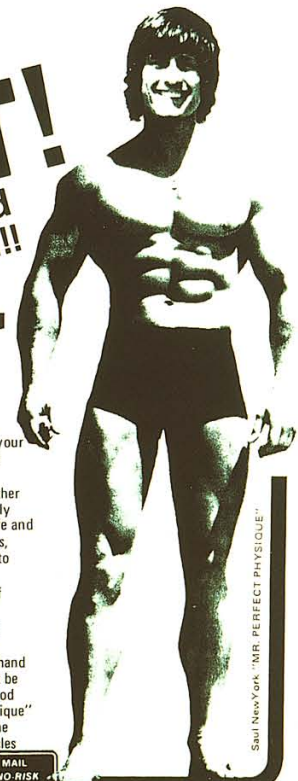
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Just how big you build your body is entirely up to you. 10, 20, 30 pounds of solid muscle! You can do it! In fact any guy in normal health can do it.

JUST IMAGINE -- IN A FEW SHORT WEEKS FROM NOW YOU WILL BE ABLE TO FLEX THOSE BULGING BICEPS AND YOUR FRIENDS WILL GASP IN ASTONISHMENT. Pick up a 6 inch spike, bend it effortlessly and hand it to your buddy. Invite him to straighten it. Knowing average guys, he won't be able to budge it, however red-faced he gets trying. Yes! Our New secret method can change your whole life. Why not follow in the steps of "Mr. Perfect Physique"? Remember the sooner you send the order form at the bottom of this page, the sooner you will be helping yourself to a lion's share of rippling, healthy muscles bursting with power and explosive energy.

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"I was a skinny weakling - I just can't describe how much your course has done for me. The results have been amazing!" P.G. Roberts

"I feel great - Look 100% better. Can lift my father above my head" J. Scott

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Put an end to your skinny body now! Send just 25¢ coin for our Free Plan showing how you can get started with HERCULES II. You have nothing to lose but your weakness! The First Step to a stronger more muscular YOU starts here!!

ABSOLUTELY FREE! MUSCLE-BUILDING INFORMATION

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